

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

|  |   |                      |
|--|---|----------------------|
| <i>In the Matter of</i>                        | ) |                      |
|  | ) |                      |
| WINDSTREAM HOLDINGS, INC. and                  | ) |                      |
|  | ) | WC Docket No. 16-393 |
| EARTHLINK HOLDINGS CORP.                       | ) |                      |
|  | ) |                      |
| Application for Consent to Transfer Control of | ) |                      |
| Authority to Provide Global Facilities-Based   | ) |                      |
| and Global Resale International                | ) |                      |
| Telecommunications Services and to Transfer    | ) |                      |
| Control of Domestic Common Carrier             | ) |                      |
| Transmission Lines, Pursuant to Section 214 of | ) |                      |
| the Communications Act of 1934, as Amended     | ) |                      |
| _____  | ) |                      |

**APPLICANTS' REPLY COMMENTS IN SUPPORT OF  
CONSOLIDATED APPLICATIONS FOR TRANSFER OF CONTROL OF  
INTERNATIONAL AND DOMESTIC SECTION 214 AUTHORITY**

Windstream Holdings, Inc. ("Windstream") and EarthLink Holdings Corp. ("EarthLink") (collectively, "Applicants") urge the Commission expeditiously to approve their pending applications for consent to transfer control of international and domestic Section 214 authorizations held by EarthLink wholly-owned subsidiaries to Windstream.

The record demonstrates the public interest benefits of the transaction, including offering a broader portfolio of services to current and future customers and bringing more customers on-net where possible. No party voiced any objection to the transaction (or even commented) in response to the Public Notice.<sup>1</sup> In addition, the thirty-day waiting period for the Department of

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<sup>1</sup> *Applications Filed for the Transfer of Control of EarthLink Holdings Corp. to Windstream Holdings, Inc., Pleading Cycle Established*, Public Notice, DA 16-1341, 31 FCC Rcd. 12,799 (Wireline Comp. & Int'l Burs. 2016).

Justice and the Federal Trade Commission to review the Applicants' premerger notifications under the Hart-Scott-Rodino Act expired on December 19, 2016 without any request from either agency for further information. There is no reason to delay approval. To the contrary, the sooner the transactions are approved, the sooner the Applicants can bring about the public interest benefits identified in the applications.

The Applicants also take this opportunity to provide one minor update: According to the latest public filings, as of November 30, 2016, The Vanguard Group holds 15.9 percent of Windstream's common stock.<sup>2</sup> This change has no impact on The Vanguard Group's relationship to or influence over Windstream. The Applicants are not aware of any change in The Vanguard Group's holdings in EarthLink.

The Applicants respectfully request that the Commission consent to the transfers of control without delay.

Respectfully submitted,



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/s/

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December 23, 2016

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<sup>2</sup> The Vanguard Grp., Statement of Acquisition of Beneficial Ownership by Individuals [Amend] (Form 13G/A) (Dec. 12, 2016).